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RECORDATION NO. _____ Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST, SERIES 63

SUPPLEMENTAL AGREEMENT DATED AS OF AUGUST 15, 1966
TO EQUIPMENT TRUST AGREEMENT DATED AS OF JUNE 1, 1966

BY AND BETWEEN
MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE,
AND
GENERAL AMERICAN TRANSPORTATION CORPORATION

SUPPLEMENTAL AGREEMENT dated as of August 15, 1966, by and between Manufacturers Hanover Trust Company, a New York corporation, as Trustee, and General American Transportation Corporation, a New York corporation.

WHEREAS, the parties hereto entered into an Equipment Trust Agreement dated as of June 1, 1966 ("the Agreement"), creating General American Transportation Corporation Equipment Trust, Series 63, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on June 2, 1966 at 1:50 P.M., Recordation No. 3854; and

WHEREAS, the parties hereto desire to amend Schedule A to the Agreement;

NOW, THEREFORE, the parties agree as follows:

1. Terms used herein are defined in the Agreement. Schedule A to the Agreement is hereby amended by deleting therefrom the railroad equipment described in Exhibit I attached hereto and hereby made a part and by substituting in lieu thereof the equipment described in Exhibit II attached hereto and hereby made a part hereof.

2. The last line of Schedule A is amended by deleting "2,651" therefrom and substituting in lieu thereof "2,677".

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

MANUFACTURERS HANOVER TRUST COMPANY

By: 
Vice President

ATTEST:

By: 
Assistant Secretary

GENERAL AMERICAN TRANSPORTATION
CORPORATION

By: 
Vice President

ATTEST:

By: 
Assistant Secretary

DELETIONS FROM SCHEDULE A

- 1 tank car, 8,000 gallon capacity, 50 ton trucks,
Class AAR 203-W, insulated, 3 compartments,
initialled GATX and numbered 62723
- 5 tank cars, 20,000 gallon capacity, 100 ton trucks,
Class ICC 103-W, insulated, initialled GATX and
numbered 94913 to 94917, both inclusive
- 5 tank cars, 11,200 gallon capacity, 50 ton trucks,
Class ICC 105A300-W, insulated, initialled GATX
and numbered 97000 to 97004, both inclusive
- 6 tank cars, 23,500 gallon capacity, 100 ton trucks,
Class ICC 105A300-W, insulated, initialled GATX
and numbered 97102 to 97107, both inclusive
- 4 tank cars, 4,000 gallon capacity, 40 ton trucks,
Class ICC 111A60-W-1, insulated, initialled GATX
and numbered 5489 to 5492, both inclusive.
- 2 tank cars, 8,000 gallon capacity, 40 ton trucks,
Class ICC 111A60-W-1, insulated, initialled GATX
and numbered 5441 and 5442
- 10 tank cars, 10,000 gallon capacity, 50 ton trucks,
Class ICC 111A60-W-1, insulated, initialled GATX
and numbered 87640 to 87649, both inclusive
- 29 tank cars, 10,000 gallon capacity, 70 ton trucks,
Class ICC 111A60-W-1, insulated, initialled GATX
and numbered 86433 to 86436, both inclusive; 86560
to 86584, both inclusive
- 1 tank car, 16,500 gallon capacity, 100 ton trucks,
Class ICC 111A60-W-1, initialled GATX and
numbered 85656
- 1 tank car, 16,000 gallon capacity, 100 ton trucks,
Class ICC 111A60-W-1, insulated, initialled GATX
and numbered 94946

DELETIONS FROM SCHEDULE A (continued)

- 4 tank cars, 16,500 gallon capacity, 100 ton trucks,
Class ICC 111A60-W-1, insulated, initialled GATX
and numbered 94947 to 94950, both inclusive
- 2 tank cars, 20,000 gallon capacity, 100 ton trucks,
Class ICC 111A60-W-1, 2 compartments, initialled
GATX and numbered 99532 and 99533
- 1 tank car, 20,000 gallon capacity, 100 ton trucks,
Class ICC 111A60-W-1, 3 compartments, initialled
GATX and numbered 33053
- 2 tank cars, 20,000 gallon capacity, 100 ton trucks,
Class ICC 111A60-W-1, insulated, initialled GATX
and numbered 99766 and 99767
- 1 tank car, 23,200 gallon capacity, 100 ton trucks,
Class ICC 111A60-W-1, 3 compartments, initialled
GATX and numbered 99878
- 7 tank cars, 8,000 gallon capacity, 40 ton trucks,
Class ICC 111A60AL-W, insulated, initialled GATX
and numbered 8230 to 8236, both inclusive
- 3 tank cars, 10,000 gallon capacity, 50 ton trucks,
Class ICC 111A60AL-W, insulated, initialled GATX
and numbered 87583 to 87585, both inclusive
- 9 tank cars, 20,000 gallon capacity, 100 ton trucks,
Class ICC 111A60AL-W, insulated, initialled GATX
and numbered 87358 to 87366, both inclusive
- 5 tank cars, 13,200 gallon capacity, 100 ton trucks,
Class ICC 111A100-W-1, insulated, initialled GATX
and numbered 99768 to 99772, both inclusive
- 40 tank cars, 14,500 gallon capacity, 100 ton trucks,
Class ICC 111A100-W-1, initialled GATX and
numbered 64120 to 64159, both inclusive
- 17 tank cars, 20,000 gallon capacity, 100 ton trucks,
Class ICC 111A100-W-1, initialled GATX and
numbered 99479 to 99495, both inclusive

DELETIONS FROM SCHEDULE A (continued)

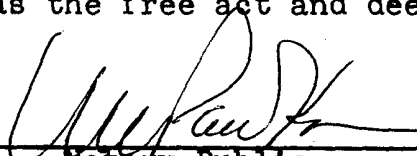
- 1 tank car, 24,000 gallon capacity, 100 ton trucks,
Class ICC 111A100-W-1, initialled GATX and
numbered 99529
- 10 tank cars, 33,500 gallon capacity, 100 ton trucks,
Class ICC 112A340-W, initialled GATX and numbered
96787 to 96794, both inclusive; 96797 and 96798

ADDITIONS TO SCHEDULE A

- 56 tank cars, 10,800 gallon capacity, 70 ton trucks, Class ICC 105A500-W, insulated, initialled GATX and numbered 33946 and 33947; 33965 to 33999, both inclusive; 82076 and 82077; 82079 and 82080; 83354 to 83366, both inclusive; 83377; 83379
- 24 tank cars, 10,000 gallon capacity, 50 ton trucks, Class ICC 111A60-W-1, initialled GATX and numbered 7920 to 7924, both inclusive; 8958 to 8976, both inclusive
- 25 tank cars, 10,000 gallon capacity, 70 ton trucks, Class ICC 111A100-W-1, initialled GATX and numbered 74128 to 74152, both inclusive
- 40 tank cars, 15,000 gallon capacity, 100 ton trucks, Class ICC 111A100-W-1, initialled GATX and numbered 64216 to 64255, both inclusive
- 47 tank cars, 20,000 gallon capacity, 100 ton trucks, Class ICC 111A100-W-1, initialled GATX and numbered 64201 to 64215, both inclusive; 80856 to 80861, both inclusive; 98741 to 98746, both inclusive; 99815 to 99819, both inclusive; 99881 to 99893, both inclusive; 99984 and 99985

STATE OF NEW YORK)
: SS
COUNTY OF NEW YORK)

On this 16 day of August, 1966, before me personally appeared F. M. Wiegman, to me personally known, who being by me duly sworn says that he is a Vice President of MANUFACTURERS HANOVER TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

M. PAUL KOCH
Notary Public, State of New York
No. 41 2163307
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1967

STATE OF ILLINOIS)
: SS
COUNTY OF C O O K)

On this 12th day of August, 1966, before me personally appeared R. G. BIESEL, to me personally known, who being by me duly sworn, says that he is a Vice President of GENERAL AMERICAN TRANSPORTATION CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Comm. Expires March 30, 1967